AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior revisions, and listings, of claims in the application.

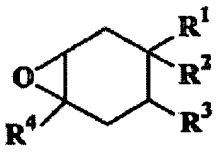
Listing of Claims:

1. (Currently Amended) A functional fluid composition that generates reduced levels of carboxylic acid during use comprising:

(a) a base stock comprising a phosphate ester, and

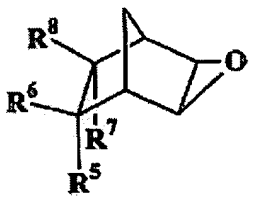
(b) at least one acid scavenger selected from

(i) epoxides of the formula



(I)

(ii) epoxides of the formula

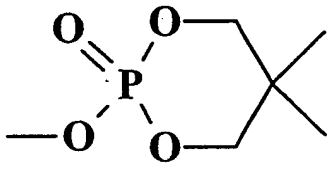


(II), or

(iii) mixtures thereof;

wherein R^1, R^2 and R^3 are independently selected from H, $-(CH_2)_n$-R and $-C(O)-R^{12}$, and wherein one or two of R^1, R^2 and R^3 are $-C(O)-R^{12}$ or $-(CH_2)_n$-R; R^4 is selected from H or $-CH_3$; and R^5, R^6, R^7 and R^8 are independently selected from H, $-(CH_2)_n$-R and $-C(O)-R^{12}$, and wherein up to two of R^5, R^6, R^7 and R^8 are $-C(O)-R^{12}$ or $-(CH_2)_n$-R;

wherein R is selected from H, ~~a linear or branched alkyl group having 1 to 12 carbon atoms,~~ an arylalkyl group having 7 to 12 carbon atoms, -O-R^{10}, -O-R^9-O-R^{10},



, or –Si-$(OR^{11})_3$; R^{12} ~~is selected from a linear or branched alkyl group having 1 to 12 carbon atoms,~~ or an arylalkyl group having 7 to 12 carbon atoms, n is an integer from 1 to 4, R^9 is an alkylene group having 2 to 6 carbon atoms, R^{10} is ~~an alkyl group having 1 to 12 carbon atoms, selected from phenyl and~~ selected from phenyl and arylalkyl group having from 7 to 12 carbon atoms, R^{11} is an alkyl group having 1 to 8 carbon atoms~~, and R^{12} is an alkyl group having 1 to 12 carbon atoms~~.

2.(Original) The composition of claim 1 wherein said acid scavenger is an epoxide of formula (I).

3. (Original) The composition of claim 2 wherein one of R^1, R^2 and R^3 is –C(O)-R^{12} or–$(CH_2)_n$-R.

4. (Original) The composition of claim 3 wherein one of R^1, R^2 and R^3 is –$(CH_2)_n$-R.

5.(Currently Amended) The composition of claim 4 wherein R is selected from ~~a linear or branched alkyl group having 1 to 12 carbon atoms,~~ phenyl and an arylalkyl group having 7 to 12 carbon atoms, -O-R^{10}, -O-R^9-O-R^{10}.

6. (Original) The composition of claim 5 wherein n is 1.

7. (Original) The composition of claim 2 wherein R^1 and R^2 are –C(O)-R^{12} or –$(CH_2)_n$-R.

8. (Original) The composition of claim 7 wherein R^1 and R^2 is –$(CH_2)_n$-R.

9.(Currently Amended) The composition of claim 8 wherein R is ~~selected from a linear or branched alkyl group having 1 to 12 carbon atoms,~~ an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^{9}-O-R^{10}$.

10. (Original) The composition of claim 9 wherein n is 1.

11. (Original) The composition of claim 2 wherein R^1 and R^3 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

12. (Original) The composition of claim 11 wherein R^1 and R^3 is $-(CH_2)_n-R$.

13. (Original) The composition of claim 12 wherein n is 1.

14. (Original) The composition of claim 2 wherein R^4 is H.

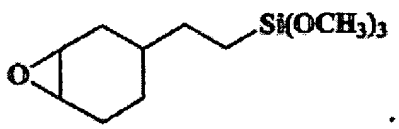
15. (Original) The composition of claim 1 wherein said acid scavenger is an epoxide of formula (II).

16. (Original) The composition of claim 15 wherein one of R^5, R^6, R^7 and R^8 is $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

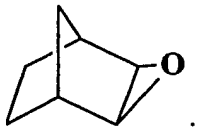
17. (Cancelled)

18. (Cancelled)

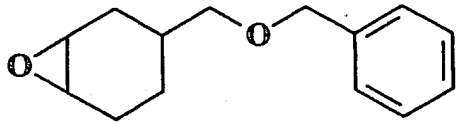
19. (Original) The composition of claim 1 wherein said acid scavenger is



20. (Original) The composition of claim 15 wherein said acid scavenger is:

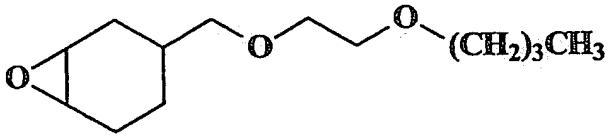


21. (Original) The composition of claim 6 wherein said acid scavenger is

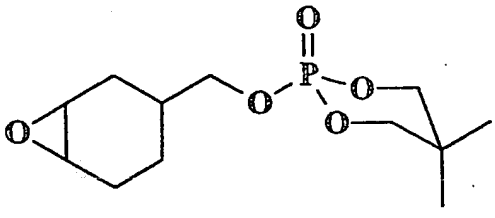


22. (Cancelled)

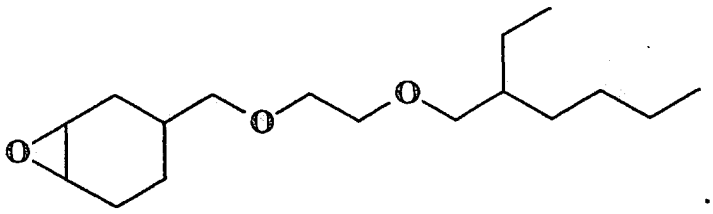
23. (Original) The composition of claim 6 wherein said acid scavenger is:



24. (Original) The composition of claim 1 wherein said acid scavenger is:

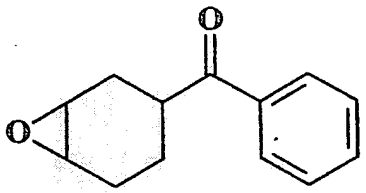


25. (Original) The composition of claim 6 wherein said acid scavenger is:



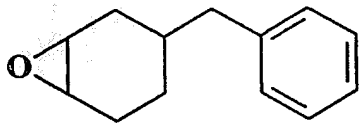
26. (Cancelled)

27. (Original) The composition of claim 3 wherein said acid scavenger is



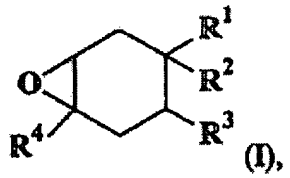
28. (Cancelled)

29. (Original) The composition of claim 6 wherein said acid scavenger is:



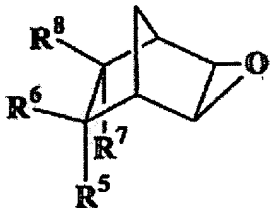
30. (cancelled)

31. (Withdrawn) A method for reducing the production of carboxylic acid during use of a functional fluid comprising (a) a basestock comprising a phosphate ester, and (b) at least one acid scavenger, said method comprising admixing in said functional fluid at least one acid scavenger selected from epoxides of the formula:



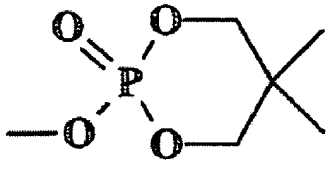
(I),

epoxides of the formula:



(II), or

mixtures thereof; wherein R^1, R^2 and R^3 are independently selected from H, $-(CH_2)_n$-R and $-C(O)-R^{12}$, and wherein one or two of R^1, R^2 and R^3 are $-C(O)-R^{12}$ or $-(CH_2)_n$-R; R^4 is selected from H or $-CH_3$; and R^5, R^6, R^7 and R^8 are independently selected from H, $-(CH_2)_n$-R and $-C(O)-R^{12}$, and wherein up to two of R^5, R^6, R^7 and R^8 are $-C(O)-R^{12}$ or $-(CH_2)_n$-R; wherein R is selected from H, a linear or branched alkyl group having 1 to 12 carbon atoms, an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$,



, or $-Si-(OR^{11})_3$; R^{12} is selected from a linear or branched alkyl group having 1 to 12 carbon atoms, or an arylalkyl group having 7 to 12 carbon atoms, n is an integer from 1 to 4, R^9 is an

alkylene group having 2 to 6 carbon atoms, R^{10} is an alkyl group having 1 to 12 carbon atoms, R^{11} is an alkyl group having 1 to 8 carbon atoms, and R^{12} is an alkyl group having 1 to 12 carbon atoms.

32. (Withdrawn) The method of claim 31 wherein said acid scavenger is an epoxide of formula (I).

33. (Withdrawn) The method of claim 32 wherein one of R^1, R^2 and R^3 is $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

34. (Withdrawn) The method of claim 33 wherein one of R^1, R^2 and R^3 is $-(CH_2)_n-R$.

35. (Withdrawn) The method of claim 34 wherein R is selected from a linear or branched alkyl group having 1 to 12 carbon atoms, an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$.

36. (Withdrawn) The method of claim 35 wherein n is 1.

37. (Withdrawn) The method of claim 32 wherein R^1 and R^2 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

38. (Withdrawn) The method of claim 37 wherein R^1 and R^2 is $-(CH_2)_n-R$.

39. (Withdrawn) The method of claim 38 wherein R is selected from a linear or branched alkyl group having 1 to 12 carbon atoms, an arylalkyl group having 7 to 12 carbon atoms, $-O-R^{10}$, $-O-R^9-O-R^{10}$.

40. (Withdrawn) The method of claim 39 wherein n is 1.

41. (Withdrawn) The method of claim 32 wherein R^1 and R^3 are $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

42. (Withdrawn) The method of claim 41 wherein R^1 and R^3 is $-(CH_2)_n-R$.

43. (Withdrawn) The method of claim 42 wherein n is 1.

44. (Withdrawn) The method of claim 32 wherein R^4 is H.

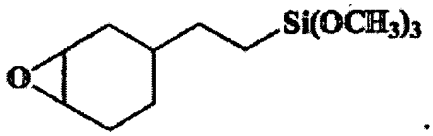
45. (Withdrawn) The method of claim 31 wherein said acid scavenger is an epoxide of formula (II).

46. (Withdrawn) The method of claim 45 wherein one of R^5, R^6, R^7 and R^8 is $-C(O)-R^{12}$ or $-(CH_2)_n-R$.

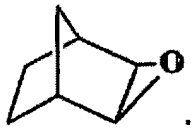
47. (Withdrawn) The method of claim 46 wherein one of R^5, R^6, R^7 and R^8 is $-(CH_2)_n-R$.

48. (Withdrawn) The method of claim 47 wherein n is 1.

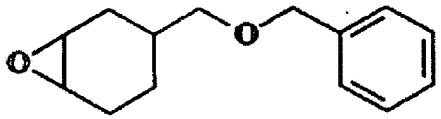
49. (Withdrawn) The method of claim 31 wherein said acid scavenger is



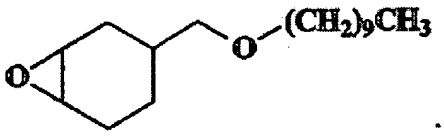
50. (Withdrawn) The method of claim 45 wherein said acid scavenger is:



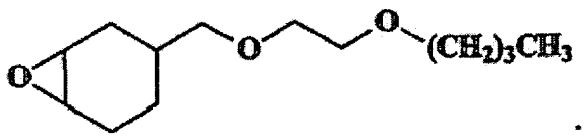
51. (Withdrawn) The method of claim 36 wherein said acid scavenger is



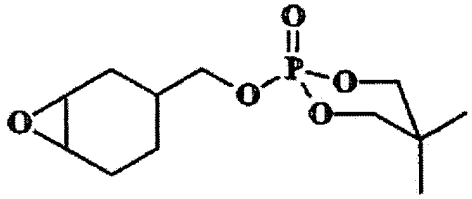
52. (Withdrawn) The method of claim 36 wherein said acid scavenger is:



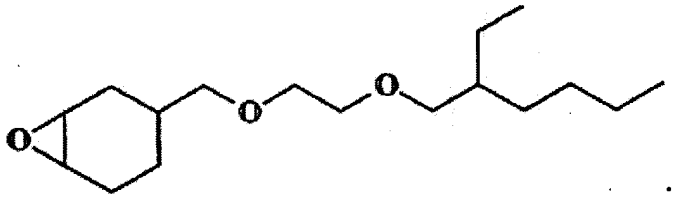
53. (Withdrawn) The method of claim 36 wherein said acid scavenger is:



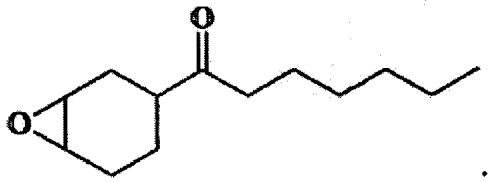
54. (Withdrawn) The method of claim 31 wherein said acid scavenger is:



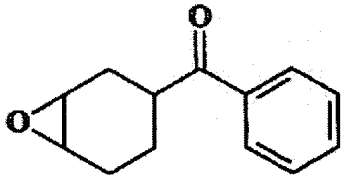
55. (Withdrawn) The method of claim 36 wherein said acid scavenger is:



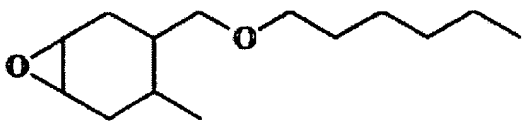
56. (Withdrawn) The method of claim 33 wherein said acid scavenger is:



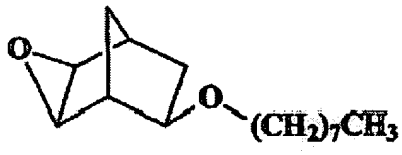
57. (Withdrawn) The method of claim 33 wherein said acid scavenger is



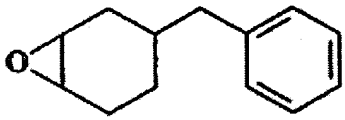
58. (Withdrawn) The method of claim 43 wherein said acid scavenger is:



59. (Withdrawn) The method of claim 36 wherein said acid scavenger is:

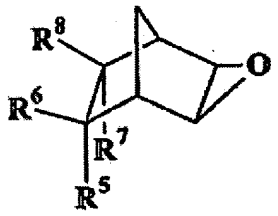


60. (Withdrawn) The method of claim 48 wherein said acid scavenger is:



61. (Withdrawn) An acid scavenger selected from the group consisting of 3-benzoxymethyl-7-oxabicyclo[4.1.0]heptane, 3-decyloxymethyl-7-oxabicyclo [4.1.0]heptane, 3-(2-n-butoxyethoxymethyl)-7-oxabicyclo[4.1.0]heptane, 3-(5,5-dimethyl-2-oxo-l,3,2-dioxaphosphorinanoxymethyl)-7-oxabicyclo[4.1.0]heptane, 3-(2-ethylhexoxymethyl)-7-oxabicyclo[4.1.0]heptane, 1-(7-oxabicyclo-[4.1.0]hept-3-yl)- 1-hexanone, 1-(7-oxabicyclo[4.1.0]hept-3-yl)- 1 -phenone, 4-methyl-3-hexoxymethyl-7-oxabicyclo[4.1.0]heptane, 3-(phenylmethyl)-7-oxabicyclo[4.1.0]heptane, and 6-n-octyloxymethyl-3-oxatricyclo[3.2.1.$0^{2,4}$]octane.

62. (Withdrawn) An acid scavenger represented by the formula:



wherein R^5, R^6, R^7 and R^8 are independently selected from H, $-(CH_2)_n$-R and $-C(O)-R^{12}$, and at least one of R^5, R^6, R^7 and R^8 is $-(CH_2)_n$-R or $-C(O)-R^{12}$; wherein R^{12} is selected from a linear or branched alkyl group having 1 to 12 carbon atoms, or an arylalkyl group having 7 to 12 carbon atoms.